

ASHBY & GEDDES

ATTORNEYS AND COUNSELLORS AT LAW
222 DELAWARE AVENUE
P. O. BOX 1150
WILMINGTON, DELAWARE 19899

TELEPHONE
302-654-1888
FACSIMILE
302-654-2067

December 13, 2005

The Honorable Joseph J. Farnan, Jr.
United States District Court
844 King Street
Wilmington, Delaware 19801

VIA E-FILING & HAND DELIVERY

Re: *Bally Total Fitness Holding Corp. v. Liberation Investments, L.P., et al.*,
C.A. No. 05-841-JJF

Dear Judge Farnan:

We write to advise the Court that the defendants in this matter (collectively, "Liberation") will be filing an amended proxy statement with the SEC later today in order to moot, as a matter of law, Bally's pending request for injunctive relief. Bally's counsel has been advised of that filing, and Liberation will be submitting its supporting motion papers to the Court by no later than tomorrow morning.

Under the circumstances, and in order to prevent unnecessary expenditure of resources on expedited discovery, Liberation respectfully requests the Court to schedule a hearing on our motion at the earliest possible time this week. We are glad to make arrangements for a telephonic hearing if the Court would prefer that approach to an in-person proceeding.

Respectfully,

/s/ Steven T. Margolin (I.D. #3110)

Steven T. Margolin (I.D. #3110)

cc: Clerk, United States District Court (by e-filing)
Raymond J. DiCamillo, Esq. (by e-filing)

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